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Hearing date: May 21, 2019
Hearing time: 10:00 AM
Objection Deadline: May 14, 2019, 4:00 PM

Attorneys for Hain Capital Investors Master Fund, Ltd.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

Chapter 11

SEARS HOLDINGS CORPORATION, et al.¹

Case No. 18-23538 (RDD)

Debtors.

(Jointly Administered)

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**NOTICE OF MOTION OF HAIN CAPITAL INVESTORS MASTER FUND, LTD.,
AS ASSIGNEE OF BLUE STAR FASHION NY INC. TO ALLOW AND COMPEL
PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM UNDER 11 U.S.C. § 503(b)
FOR GOODS DELIVERED TO THE DEBTORS POST-PETITION**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that, on the Omnibus Hearing date scheduled for May 21, 2019 at 10:00 AM (the “Hearing”), Hain Capital Investors Master Fund, Ltd. (“Hain”), by and through its attorneys, Ballon Stoll Bader & Nadler, P.C., shall argue before the Honorable Robert D. Drain, United States Bankruptcy Court, 300 Quarropas Street, White Plains, New York, 10601 in support of its Motion (the “Motion”) To Allow And Compel Payment Of Administrative Expense Claim Under 11 U.S.C. § 503(b) For Goods Delivered To The Debtors Post-Petition.

PLEASE TAKE FURTHER NOTICE that any responses or objections (“Objections”) to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the Southern District of New York, and shall be filed with the Bankruptcy Court (a) by registered users of the Bankruptcy Court’s case filing system, electronically in accordance with General Order M-399 (which can be found at <http://www.nysb.uscourts.gov/>) and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served on (i) counsel for Hain, Ballon Stoll Bader & Nadler P.C., 729 Seventh Avenue 17th Floor, New York, NY 10019 (Attn: Vincent J. Roldan, Esq.) and (ii) the “Standard Parties”, as that term is defined in that certain Order Implementing Certain Notice and Case Management Procedures dated October 17, 2018 [Docket No. 139] (the “Procedures Order”), and served in the manner as provided in the Procedures Order, so as to be received no later than 4:00 p.m. (Prevailing Eastern Time) on the date that is seven (7) calendar days prior to the Hearing Date (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if no Objections are timely filed and served with respect to the Motion in accordance with the Procedures Order, Hain may, on or after the Objection Deadline, submit to the Bankruptcy Court an appropriate order substantially in the form attached to the Motion, which order may be entered with no further notice or opportunity to be heard.

PLEASE TAKE FURTHER NOTICE that copies of the Motion can be obtained from the online docket at <http://www.nysb.uscourts.gov/>, or by contacting the undersigned.

Dated: New York, New York
May 7, 2019

Respectfully submitted,

BALLON STOLL BADER & NADLER, P.C.

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